

IN THE UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

IN RE: Wayzata Corporate Partners, L.L.C.

§
§
§
§
§

CASE NO. 03-45135
(Chapter 11)

Debtor.

**NOTICE OF HEARING AND
FIRST SUPPLEMENTAL MOTION BY CLOCKTOWER VENTURE
FOR ADMINISTRATIVE EXPENSES**

To: Parties in interest specified in Local Rule 9013-3.

1. Clocktower Venture, a Texas joint venture consisting of Jurgen Stielow and the Gunther Noelting Marital Trust ("Claimant"), by its undersigned attorneys, makes, files and presents its Notice of Hearing and First Supplemental Motion By Clocktower Venture for Administrative Expenses in supplement to the Notice of Hearing and Motion by Clocktower Venture for Administrative Expenses filed herein on August 30, 2004.
2. The Court has previously ordered that a hearing on Claimant's Motion be conducted at 10:30 A.M. on October 6, 2004 in Courtroom 8 West of the United States Bankruptcy Court, 7th Floor, U.S. Courthouse, 300 South Fourth Street, Minneapolis, Minnesota.
3. Pursuant to Local Rules of Court, any response to the Motion and this Supplement must be mailed and delivered not later than October 1, 2004, which is three days before the time set for hearing (excluding Saturdays, Sundays and holidays) or filed and served by mail no later than September 27, 2004, which is seven days before the hearing date (excluding Saturdays, Sundays and holidays). UNLESS A RESPONSE OPPOSING THE MOTION AND THIS SUPPLEMENTAL MOTION IS FILED, THE COURT MAY GRANT THE MOTION WITHOUT A HEARING.
4. The Petition commencing this Chapter 11 case was filed on 18 July 2003 and is now pending herein.
5. This Court has jurisdiction pursuant to 28 U.S.C. §§151, 157(a) and 1334(b) and 11 U.S.C. §105(a).
6. This is a core proceeding. This Motion is brought pursuant to 11 U.S.C. §503(b)(1)(A); Federal Rules of Bankruptcy Procedure 9013; and Local Rules 3002-2(b); 9013-1.

7. Claimant has requested in its Motion for Administrative Expenses to which this Motion supplements relief in the form of a court order allowing administrative expenses, which include Claimant's attorney's fees, other professional fees and related expenses incurred by Claimant in connection with the assumption by Debtor on 28 January 2004 of a Lease in which Claimant is landlord and Debtor is tenant covering leasehold premises located within real property owned by Claimant and situated in Wayzata, Hennepin County, State of Minnesota. The leasehold constitutes the sole, principal asset of Debtor.

General Facts Underlying Supplemental Motion

8. The Notice of Hearing and Motion by Clocktower Venture for Administrative Expenses as well as the Affidavit of Dale Ossip Johnson specifically references an itemized statement of legal services and legal expenses as well operating expenses incurred and paid by Claimant. However, as a result of inadvertence, only the summary of the services and expenses was included in Exhibit "B." Attached hereto in supplementation to Exhibit "B" is an itemized statement of legal services and expenses incurred and paid by Claimant.
9. This supplementation does not alter the Notice of Hearing and Motion by Clocktower Venture for Administrative Expenses save and except with regard to the curing of the inadvertent omission in Exhibit "B."
10. This Court should allow the legal, administrative and operating fees and expenses as an administrative claim under 11 U.S.C. §503(b)(1)(A) and (4) as a first priority claim under the provisions of 11 U.S.C. §507(a)(1).

WHEREFORE PREMISES CONSIDERED, Clocktower prays the sufficiency of its Supplemental Motion and for such other and further relief to which Clocktower may be entitled at law or in equity.

Respectfully submitted,

Dale Ossip Johnson, Esq.
Texas State Bar No. 10700000

THE JOHNSON FIRM, P.L.L.C.
515 Capital of Texas Hwy. South, Ste. 230
Austin, Texas 78746

Telephone: 512-328-7764
Telecopier: 512-328-0347

professional fees and related expenses incurred by Claimant in connection with the assumption by Debtor on 28 January 2004 of a Lease in which Claimant is landlord and Debtor is tenant covering leasehold premises located within real property owned by Claimant and situated in Wayzata, Hennepin County, State of Minnesota. The leasehold constitutes the sole, principal asset of Debtor.

General Facts Underlying Supplemental Motion

8. The Notice of Hearing and Motion by Clocktower Venture for Administrative Expenses as well as the Affidavit of Dale Ossip Johnson specifically references an itemized statement of legal services and legal expenses as well operating expenses incurred and paid by Claimant. However, as a result of inadvertence, only the summary of the services and expenses was included in Exhibit "B." Attached hereto in supplementation to Exhibit "B" is an itemized statement of legal services and expenses incurred and paid by Claimant.
9. This supplementation does not alter the Notice of Hearing and Motion by Clocktower Venture for Administrative Expenses save and except with regard to the curing of the inadvertent omission in Exhibit "B."
10. This Court should allow the legal, administrative and operating fees and expenses as an administrative claim under 11 U.S.C. §503(b)(1)(A) and (4) as a first priority claim under the provisions of 11 U.S.C. §507(a)(1).

WHEREFORE PREMISES CONSIDERED, Clocktower prays the sufficiency of its Supplemental Motion and for such other and further relief to which Clocktower may be entitled at law or in equity.

Respectfully submitted,



Dale Ossip Johnson, Esq.

Texas State Bar No. 10700000

THE JOHNSON FIRM, P.L.L.C.
515 Capital of Texas Hwy. South, Ste. 230
Austin, Texas 78746

Telephone: 512-328-7764
Telecopier: 512-328-0347

C. S. Massie, Esq.
LAW OFFICES OF C. SCOTT MASSIE
1055 East Wayzata Blvd., Ste. 300
Wayzata, Minnesota 55391
952-475-1515
952-475-0311 (FAX)

SUPPLEMENTAL EXHIBIT “B”

To

**Notice of Hearing and First Supplemental Motion by Clocktower Venture for
Administrative Expenses**

EXHIBIT “B”
To Notice of Hearing and Motion by Clocktower Venture
For Administrative Expenses

SUMMARY OF LEGAL FEES AND EXPENSES

Legal Fee Summary

THE JOHNSON FIRM, P.L.L.C.	\$43,612.00
C. Scott Massie, Esq.	\$21,200.00
Peter W. Johnson, Esq.	<u>\$ 760.00</u>
Total	\$65,572.00

Legal Expense Summary

THE JOHNSON FIRM, P.L.L.C.	\$1,441.95
C. Scott Massie, Esq.	\$ 925.95
Peter W. Johnson, Esq.	<u>\$ 9.14</u>
Total	\$2,377.04

Legal Time Summary

THE JOHNSON FIRM, P.L.L.C.	218.06 Hours @\$200.00 per hour
C. Scott Massie, Esq.	106.00 Hours @\$200.00 per hour
Peter W. Johnson, Esq.	3.80 Hours @\$200.00 per hour

Totals:

THE JOHNSON FIRM, P.L.L.C.	\$45,053.96
C. Scott Massie, Esq.	\$22,125.95
Peter W. Johnson, Esq.	<u>\$ 769.14</u>
	\$67,949.05

THE JOHNSON FIRM, P.L.L.C.
The Esprit Building, Suite 230
515 Capital of Texas Highway South
Austin, Texas 78746

(512) 328-7764 (512) 328-0347 Fax

Clocktower Venture
c/o Greg Copp, C.P.A.
Attn: Jurgen Stielow
1202 Nueces
Austin, Texas 78701

Invoice No. 10242 \$6,915.17
Invoice No. 10221 \$ 619.41
\$7,534.58

Reference: Court File No. 04-730; MarCon Interior Transitions, Inc. v. Stahl
Construction Company et al; Fourth Judicial District Court, Hennepin
County, Minnesota

Invoice No. 10242
BILL DATE: 12 August 2004

		Amount	
		Total:	\$6,915.17
25 Feb 04	Review Stahl Answer to Complaint and Crossclaims	0.75	150.00
	Conference with Jurgen Stielow re: Stahl Answer	0.30	60.00
02 Mar 04	Review/Analyze: Amended Complaint	0.20	40.00
	Letter to C. Scott Massie, Esq. Re: Consent to service of Amended Complaint	0.20	40.00
03 Mar 04	Review/Analyze drafts of proposed answer and third party claims of Clocktower prepared by C. Scott Massie/ online legal research	1.08	215.67
	Draft/revise proposed answer and third party claims	0.50	100.00
	Telephone conference with C. Scott Massie, Re: Amended complaint, Answer and third party claims of Clocktower and Greg Copp as Defendants	0.40	80.00
10 Mar 04	Telephone conference with C. Scott Massie, Esq. Re: service on Greg Copp	0.30	60.00
18 Mar 04	Conference with Jurgen Stielow	0.50	100.00
19 Mar 04	Review Second Amended Complaint	0.20	40.00
22 Mar 04	Draft answers to Plaintiff's Request for Admissions to Jurgen Stielow and Clocktower Venture, letter to C. Scott Massie, Esq.	1.00	200.00
	Telephone conference with C. Scott Massie, Esq. Re: Third Party Complaint, revisions to Answer and Admissions	0.30	60.00

24 Mar 04	Telephone conference with W. Kampf, Esq. Re: Tender of lien amounts to MarCon and Stahl	0.30	60.00
	Telephone conference with Jurgen Stielow. Re: Tender of lien amounts To MarCon and Stahl	0.20	40.00
25 Mar 04	Review MarCon's Answer to Counterclaim and crossclaim	0.30	60.00
26 Mar 04	Review Stahl's Answer to Second Amended Complaint, counterclaims and Crossclaims	0.30	60.00
29 Mar 04	Review/Analyze Interrogatories, Production and Admission requests of MarCon to Clocktower Venture	0.30	60.00
2 April 04	Draft/Revise: Application for Determination of Deposit and Release of Lien, online research	2.00	400.00
	Review Gilbert Mechanical's Answer to Counterclaim and crossclaims	0.30	60.00
5 April 04	Telephone conference with Tim Grande, Esq.	0.50	100.00
9 April 04	Review/Analyze Third Party Defendant's Motion to Dismiss; memorandum and Order; Review of citations.	2.00	400.00
12 April 04	Review/Analyze: Stahl Contruction Company's Motion for Summary Judgment, Memorandum and Affidavit of Thomas Surprenant, Esq. and Proposed Order	1.50	300.00
	Review/analyze Third Party Defendants' Motion for Summary Judgment Memorandum, Affidavit of David Luse, and proposed Order	1.50	300.00
	Telephone call to C. S. Massie, Eq.	0.20	40.00
16 April 04	Telephone call to C. S. Massie, Esq.	0.30	60.00
19 April 04	Prepare Application for Determination of Deposit and release of Liens and Notice of Motion, online research	1.30	260.00
20 April 04	Letter to William Kampf, Esq. Re: Settlement	0.50	100.00
21 April 04	Telephone call to C. S. Massie, Esq.	0.20	40.00
	E-mail exchange with William Kampf, Esq.	0.30	60.00
22 April 04	E-mail exchange with William Kampf, Esq.	0.30	60.00
	Telephone conference with Tom Surprenant, Esq. Re: Settlement	0.40	60.00
24 April 04	Review MarCon's response to Clocktower's Motion for Determination of Deposit and release of lien	1.00	200.00
26 April 04	E-mail exchange with William Kampf, Esq.	0.30	60.00

	Review Third Party Defendant Andreas Development Company's Motion To Amend and Memorandum of Law.	0.50	100.00
27 April 04	Conference with Jurgen Stielow, Re: Settlement	0.50	100.00
	Telephone conferences with Jamie Pierce, Esq.	0.40	80.00
	Letter from William Kampf, Esq. re: Proposed outline of settlement	0.30	60.00
	Letter to William Kampf, Esq.	0.30	60.00
	Review settlement outline with Mitchell Bearden, Esq.	0.50	100.00
28 April 04	Letter from Tim Grande, Esq.	0.20	40.00
	Telephone conference with Jamie Pierce, Esq.	0.30	60.00
29 April 04	Telephone conference with C. S. Massie, Esq. Re: Status of pending Motions and settlement	0.20	40.00
	Conference with Mitch Bearden, Esq. Re: Proposed settlement	0.50	100.00
	Telephone conference with Jurgen Stielow	0.20	40.00
	Review/Analyze: Draft proposed settlement agreement	0.60	120.00
30 April 04	Telephone call from Jamie Pierce, Esq.	0.20	40.00
	Telephone call from Jamie Pierce, Esq.	0.20	40.00
	Review MarCon's response to Application of Certain Defendants for Determination of Deposit and release of lien	1.00	200.00
	Telephone call from Jamie Pierce, Esq.	0.20	40.00
	Telephone call from Jamie Pierce, Esq.	0.20	40.00
3 May 04	Telephone call from Jamie Pierce and Tom Surprenant	0.20	40.00
4 May 04	E-mail exchange with Jamie Pierce and Tom Surprenant	0.40	80.00
5 May 04	Review/Analyze revisions to Settlement Agreement prepared by Joel Nessel, Esq. (incl exchange of emails and telephone conference with Joel Nessel, Esq.) and telephone conference with Jurgen Stielow	1.08	216.67
6 May 04	Telephone call to Jamie Pierce, Esq.	0.20	40.00
	Review/Analyze additional changes to Settlement Agreement	0.50	100.00
	E-mail exchange between counsel. Re: Settlement	1.00	200.00
10 May 04	Conference with Jurgen Stielow. Re: Final Settlement Agreement and Dismissal	1.00	200.00
	Office conference with client. Re: Settlement Agreement and revisions	1.00	200.00
	E-mails from Thomas Surprenant, Esq. Re: Stahl revisions	0.50	100.00

11 May 04	E-mail exchange between counsel	1.00	200.00
	Additional revision to Settlement Agreement; letter to Jamie Pierce, Esq.	0.50	100.00
18 May 04	Telephone call from Jamie Pierce, Esq.	0.20	40.00
	Telephone call from Jamie Pierce, Esq.	0.20	40.00
			\$6,720.34
<u>ADDITIONAL CHARGES AND EXPENSES</u>			
5 Feb 04	Long distance to 612-305-1430	1.00	
	Long distance to 952-931-9300	1.00	
6 Feb 04	Long distance to 952-931-9300	1.00	
9 Feb 04	Long distance to 952-475-1515	1.00	
10 Feb 04	Fax transmittal to 952-475-0311	1.00	
11 Feb 04	Long distance to 952-475-1515	1.00	
13 Feb 04	Long distance to 952-475-1515	1.00	
17 Feb 04	Fax transmittal to 952-475-0311	1.00	
23 Feb 04	UPS Delivery to C. Scott Massie, Esq.		\$19.43
24 Feb 04	Long distance to 952-475-1515	1.00	
	Fax transmittal to 952-475-0311	1.00	
3 Mar 04	Long distance to 952-475-1515	1.00	
	Computer research charge		25.00
5 Mar 04	Long Distance to 612-339-2500	1.00	
10 Mar 04	Long Distance to 972-653-4206	1.00	
11 Mar 04	Long distance to 952-475-1515	2.40	
12 Mar 04	Long distance to 612-252-2857	1.00	
18 Mar 04	Long distance to 612-803-0778	1.00	
	Fax transmittal to 612-339-2500	1.00	
	Long distance to 612-339-2500	1.00	
19 Mar 04	Fax Transmittal to C. Scott Massie, Esq.	1.00	
22 Mar 04	Fax transmittal to William Kampf, Esq.	1.00	
25 Mar 04	Fax transmittal to William Kampf, Esq.	1.00	

29 Mar 04	Fax transmittal to William Kampf, Esq.	1.00
	Long distance to 952-475-1515	1.00
	Long Distance to 612-305-1430	1.00
31 Mar 04	Fax transmittal to 612-339-2500	1.00
1 April 04	Long distance to 612-339-3161	1.00
	Long distance to 952-931-9300	1.00
2 April 04	Fax transmittal to William Kampf (612) 339-6364	1.00
	Computer research charge	25.00
	Long Distance to 952-931-9300	1.00
5 April 04	Long Distance to 952-475-1515	1.00
	Fax transmittal to Tim Grande, Esq.	1.00
	Long Distance to 612-305-1430	1.00
6 April 04	Long distance to 952-475-1414	1.00
	Long Distance to 952-931-9300	1.00
9 April 04	Long distance to 952-475-1414	1.00
12 April 04	Long distance to 952-475-1414	1.00
	Fax transmittal to 952-475-0311	1.00
	Fax transmittal to 952-835-9450	1.00
	Long distance to 952-475-1414	1.00
15 Apr 04	Long distance to 952-475-1414	1.00
16 Apr 04	Long distance to 952-475-1414	1.00
	Long Distance to 952-931-9300	1.00
	Long Distance to 612-339-2500	1.00
	Long Distance to 612-339-4295	1.00
20 Apr	Long distance to 952-475-1414	1.00
	Long Distance to William Kampf, Esq.	1.00
	Fax transmittal to 612-339-6364	1.00
21 Apr 04	Fax transmittal to 952-475-0311	1.00

23 Apr 04	Long Distance to 612-341-1250	1.00
	Fax Transmittal to 612-339-6364	1.00
26 Apr 04	Long distance to 952-475-1414	1.00
27 Apr 04	Fax transmittal to 952-931-9941	1.00
	Fax Transmittal to 612-305-1414	1.00
	Fax Transmittal to 612-305-1430	1.00
	Long Distance to 612-305-1430	1.00
28 Apr 04	Long Distance to 612-339-4295	1.00
30 Apr 04	Long Distance to Jamie Pierce, Esq.	1.00
	Long Distance to Jamie Pierce, Esq.	1.00
3 May 03	Long Distance to Jamie Pierce, Esq.	1.00
	Long distance to 952-475-1414	1.00
5 May 04	Fax Transmittal to 612-339-3161	1.00
	Long distance to 612-252-2874	1.00
	Long Distance to 612-341-1250	1.00
	Long Distance to 612-339-4295	1.00
	Fax transmittal to 952-475-0311	1.00
6 May 04	Long Distance to Jamie Pierce, Esq.	1.00
7 May 04	Long Distance to 612-339-4295	1.00
	Long Distance to 612- 341-1250	1.00
10 May 04	Fax Transmittal to 952-475-0311	1.00
	Fax Transmittal to 612-339-3161	1.00
	Long Distance to 612-341-1250	1.00
11 May 04	Fax Transmittal to 612-305-1414	1.00
	Fax Transmittal to 612-339-3161	1.00
	Fax Transmittal to 952-475-0311	1.00
	Long Distance to 612-341-1250	1.00
	Long Distance to 952-931-9300	1.00

	Long Distance to 612-305-1430	1.00
	Long Distance to 339-4295	1.00
24 May 04	Long distance to 952-475-1414	1.00
14 June 04	Long Distance to 612-339-2500	<u>1.00</u>
		\$150.83

Invoice No.10221

BILL DATE: 28 February, 2004

\$619.41

		<u>Hrs/</u>	<u>Rate</u>
30 Jan 04	Telephone conference with Tim Grande, Esq. re: Identity of Defendants	0.50	100.00
02-Feb-04	Review Complaint	0.50	100.00
	Telephone conference with C. Scott Massie. Re: Acceptance of service	0.50	100.00
	Conference with Jurgen Stielow. Re: State Court suit.	1.00	200.00
23 Feb 04	Review and sign Pro Hac Vice Affidavit	0.20	40.00
	Letter to C. Scott Massie, Esq. Re: Client instructions and Pro Hac Vice	0.20	<u>60.00</u>
			\$600.00

ADDITIONAL CHARGES AND EXPENSES (ITEMIZED)

23-Feb-04	Delivery Service/Messenger Charge: UPS	<u>19.41</u>
		\$19.41

THE JOHNSON FIRM, P.L.L.C.
The Esprit Building, Suite 230
515 Capital of Texas Highway South
Austin, Texas 78746

(512) 328-7764 (512) 328-0347 Fax

Clocktower Venture
c/o Greg Copp, C.P.A.
Attn: Jurgen Stielow
1202 Nueces
Austin, Texas 78701

Invoice No. 10241	\$ 4,512.73
Invoice No. 10209	\$ 616.53
Invoice No. 10174	\$ 3,121.72
Invoice No. 10164	<u>\$10,165.00</u>
	\$18,415.98

Reference: Case No. 03-45135-RJK; In re: Wayzata Corporate Partners, L.L.C., Debtor
United States Bankruptcy Court, District of Minnesota
Minneapolis Division

Professional Services (Itemized) Invoice 10241: Date: 12 August 2004

18 Mar 04	Letter to William Kampf, Esq. Re: Response to proposal regarding attornment and defense of suit.	0.40	80.00
	Telephone conf. w/Greg Copp. Re: Debtor proposal regarding Attornment and defense of state suit.	0.50	100.00
19 Mar 04	Review/Analyze Disclosure Statement and Debtor's Plan of Reorganization; online legal research for compliance and Conference with client	3.50	700.00
1 April 04	Preparation of objections to Disclosure Statement and Plan; Memorandum of Law and proposed Order; online legal research	4.00	800.00
5 April 04	Telephone conference with Tim Grande, Esq.	0.20	40.00
	Review/Analyze: Letter from Debtor to Stahl. Re: Default notice	0.20	40.00
6 April 04	Prepare Motion to Lift Stay, Memorandum of Law and Order; online legal research	2.00	400.00
7 April 04	Review Objection of MarCon	0.50	100.00
13 April 04	Telephone conference with C. Scott Massie, Esq. Re: Hearing and Motion	0.30	60.00
	Draft/Revise: Motion to Lift Stay and Memorandum of Law	0.50	100.00
24 May 04	Prepare Notices of Withdrawal of Motion to Lift Stay and Objections to Disclosure Statement	1.00	200.00

	Review of Redlined copy of proposed Disclosure Statement and plan prepared Attorney for Debtor.	0.50	100.00
10 June 04	Review Amended Disclosure Statement and Modified Plan	0.50	100.00
18 June 04	Review Order Approving Disclosure Statement	0.20	40.00
	Telephone conf. w/client. Re: Order approving Disclosure Statement	0.20	40.00
25 June 04	Receipt of Ballot and conf. w/Jurgen Stielow	0.50	100.00
20 July 04	Complete and transmit ballot	0.30	60.00
5 August 04	Telephone conf. w/client Re: Creditor vote	0.30	60.00
	Review Order for Report and Report of Ballot Tabulation	0.20	40.00
12 Aug 04	Preparation of Application for Administrative Claim, Memorandum of Law, proposed Order and Notice of Service; online legal research	6.00	<u>1,200.00</u>
			\$4,360.00

ADDITIONAL CHARGES AND EXPENSES (ITEMIZED)

16 Jan 04	Long Distance to 612-305-1400	17.56
22 Jan 04	Fax Transmittal to 952-475-0311	1.00
27 Jan 04	Fax Transmittal to 612-305-1414	1.00
19 Mar 04	Computer Research Charge	25.00
5 Apr 04	Fax Transmittal to 952-931-9941	1.00
	Fax Transmittal to 612-305-1414	1.00
	Long Distance to C. S. Massie, Esq.	1.00
	Postage of Clocktower's Objections to Debtor's Disclosure Statement To parties on service list	24.07
6 Apr 04	Computer Research Charge	25.00
13 Apr 04	Long Distance to 952-475-1515	1.00
14 Apr 04	Long Distance to 952-475-1515	3.83
	Long Distance to 612-305-1400	1.27
12 Aug 04	Computer Research Charge	<u>50.00</u>
		\$152.73

Invoice Date: 20 February 2004

Invoice No.: 10209

Amount \$616.53

PROFESSIONAL SERVICES (ITEMIZED)

28 Jan 04	Telephone conference with C. Scott Massie, Esq.	0.50	100.00
02 Feb 04	Telephone conference with client	0.20	40.00
10 Feb 04	Letter to William Kampf, Esq. Re: Post Lease Assumption default	1.00	200.00
20 Feb 04	Letter from David Luse to Jurgen Stielow and attached Plan of Reorganization	1.00	<u>200.00</u>
			\$540.00

ADDITIONAL CHARGES AND EXPENSES (ITEMIZED)

18 Aug 03	Various Long Distance	5.89	
19 Aug 03	Long Distance to 612-340-7940	1.00	
20 Aug 03	Long Distance to 952-476-4434; 612-340-7940	2.73	
21 Aug 03	Long Distance to 612-340-7940	1.00	
25 Aug 03	Long Distance to 952-475-1515; 952-476-4434	7.00	
26 Aug 03	Long Distance to 952-476-4434	1.00	
27 Aug 03	Long Distance to 952-475-1515	2.00	
28 Aug 03	Long Distance to 952-475-1515	1.00	
12 Sep 03	Long Distance to 952-476-4434	2.00	
29 Sep 03	Fax Transmittal to C. S. Massie, Esq.	1.00	
31 Oct 03	Long Distance to 952-475-1515; 952-653-4206	2.00	
10 Feb 04	Postage: Certified Letter to Mr. Kampf, Re: Notice of Default	5.94	
	Postage: Certified Letter to Mr. Luse: Re: Notice of Default	5.11	
	UPS to William Kampf, Esq.	19.43	
	UPS to David Luse	<u>19.43</u>	
			\$76.53

Clocktower Venture
Invoice No.: 10174
Invoice Date: 30 November 2003
Total: \$3,121.72

PROFESSIONAL SERVICES (ITEMIZED)

29 Sept 03	Review C. Scott Massie bills for Bankruptcy compliance	0.30	60.00
	Letter to C. Scott Massie Re: Compliance with Bankruptcy requirements	0.20	40.00
	Review email from Neil Weber to Jurgen Stielow, Re: Debtor preference pmts.	0.20	40.00
18 Oct 03	Review Debtor's Motion for Order Authorizing Assumption of Non-Residential Lease; Post Petition financing, Approving Stipulation for Adequate protection And Memorandums of law	2.00	400.00
23 Oct 03	Review/Analyze Debtor's Response to Motion to Dismiss and Unsworn Declaration (ADV 03-4263)	0.50	100.00
27 Oct 03	Review Debtor's Response to Motion to Dismiss and Unsworn Declaration (MarCon)	0.50	100.00
	Prepare: Clocktower Venture's Response in Opposition to Debtor's Motion for Order Authorizing Post Petition Financing and Memorandum Brief.	2.50	500.00
30 Oct 03	Review/Analyze: Stahl Response to Debtor's Motion Authorizing Assumption of Lease and Memorandum of Law	0.50	100.00
	Prepare: Responses to Motions for Post Petition Financing; Approving Stipulation for Adequate Protection and Memorandum Briefs. (Includes legal research re: Minnesota UCC, lien law.)	6.50	1,300.00
11 Nov 03	Review: Loan documents of Associated Bank and Minnesota Secretary of State UCC records	1.70	340.00
21 Nov 03	Prepare and file Proof of Claim	0.50	<u>100.00</u>
			\$3,080.00

ADDITIONAL CHARGES AND EXPENSES (ITEMIZED)

18 Jul 03	Long Distance to 612-339-0522	1.00
21 Jul 03	Long Distance to 612-339-0522; 612-305-1430	2.00
22 Jul 03	Telephone, Long Distance to (612) 339-0522	1.00
	Telephone, Long Distance to (612) 475-1515	1.00
23 Jul 03	Telephone, Long Distance to (952) 475-1515	1.00
25 Jul 03	Telephone, Long Distance to (952) 476-4434	3.00

28 Jul 03	Facsimile to (952) 475-5863	1.00
	Telephone, Long Distance to (952) 476-4434	1.00
29 Jul 03	Telephone, Long Distance to (952) 476-4434	1.00
30 Jul 03	Facsimile Transmissions	3.00
05 Aug 03	Facsimile to (952) 442-6166	1.00
	Facsimile to (952) 934-1686	1.00
	Facsimile to (952) 475-0311	1.00
	Facsimile to (952) 475-0311	1.00
	Telephone, Long Distance to (952) 948-3800	1.00
12 Aug 03	Telephone, Long Distance to (952) 476-4434	1.00
29 Sep 03	Telephone, Long distance to (952) 475-0311	1.00
21 Nov 03	UPS – Clerk of Court	<u>19.72</u>
		\$41.72

Clocktower Venture

Invoice No.: 10164

Invoice Date: 30 September 2003

Total: \$10,165.00

18 July 03	Telephone conference with Jurgen Stielow. Re: Bankruptcy Filing	0.50	100.00
	Letter from Kampf & Associates, P.A.; Termination of Lease	0.20	40.00
	Review of Docket Entries and Bankruptcy case	0.50	100.00
	Conference with Jurgen Stielow	0.75	150.00
21 July 03	Public Record Search. David K. Luce, Wayzata Corp. Partners	1.00	200.00
	Review client file materials MRB	0.70	140.00
	Research codes and executory contracts; review Minnesota court decisions MRB	1.40	280.00
	Draft memo on Sec. 385 MRB	0.20	40.00
	Office conference: Jurgen Stielow and Mitch Bearden, Esq. Re: Chapter 11 filing by Wayzata Corp.Partnes, L.L.C.	2.00	400.00
	Letter to C. Scott Massie, Esq.	0.20	40.00
	Letter from U.S. Trustee Re: Creditors Committee	0.20	40.00
	Draft Petition for Admission Pro Hac Vice and Notice of Appearance.	0.50	100.00
	Letter to C. Scott Massie, Esq.	0.30	60.00

	Review Voluntary Petition, matrix, unsecured creditor's list	0.50	100.00
	Telephone conference with Mary Cox, Esq. Bankruptcy counsel for debtor	0.20	40.00
	Telephone conference with Scott Massie, Esq.	0.20	40.00
	Research: Local Rules- US Bankruptcy Court District of Minnesota	0.50	100.00
22 Jul 03	Legal Research, 11 USC Sec 362 365, MS Sec. 514.05-06; 011 10-13; 15 and related Minnesota cases	3.00	600.00
	Draft: Notice of Appearance and Motion to Appear Pro Hac Vice	0.50	100.00
	Research: Executory contracts and unexpired leases (11 U.S.C. Sec. 365)	1.00	200.00
	Telephone conference with Mary L. Cox, Esq.	0.20	40.00
	Draft Proof of Claim	0.80	160.00
	Delivery of Notice of Appearance and Petition for Admission Pro Hac Vice	0.20	40.00
	United Parcel Service of Documents	0.20	40.00
23 July 03	Telephone conference with C. Scott Massie, Esq. Re: Minnesota Law, Notice of Appearance and Pro Hac Vice Motion	0.20	40.00
	Court fees \$25.00	0.20	40.00
	Letter from C. Scott Massie, Esq. Re: Order Approving Petition for Admission Pro Hac Vice	0.20	40.00
	Conference with Jurgen Stielow	0.60	120.0
	Review local rules	1.00	200.00
	Public Record Review: David K.Luse; Andreas Development company and Wayzata Corporate Partners, L.L.C.	0.50	100.00
28 July 03	Letter from C. Scott Massie, Esq.	0.20	40.00
	Draft Notice Letter to Debtor's counsel MRB	0.20	40.00
04 Aug. 03	Review of Schedules, amended matrix	1.60	320.00
	Prepare summary analysis; Conference with M. R. Bearden, Esq.	1.60	320.00
05 Aug 03	Review Schedules A-J filed by Debtor	1.20	240.00
07 Aug 03	Review Debtor's Motion to Extend Time MRB	0.40	80.00
11 Aug 03	Draft Memo on 341 Meeting MRB	0.40	80.00
12 Aug 03	Review Motion and supporting brief	1.00	200.00

13 Aug 03	Letter to C. Scott Massie, Esq.	0.20	40.00
	Review Debtor's Motion	1.20	240.00
14 Aug 03	Draft response to Motion to Extend time MRB	0.60	120.00
	Review Notice of Appearance of MarCon Interior Transitions, Inc.	0.20	40.00
15 Aug 03	Research Extension of Time under 365(d)(4) MRB	1.30	260.00
	Draft Brief and Memorandum of Law on Motion to Extend Time MRB	1.40	280.00
18 Aug 03	Email: Neil Weber	0.20	40.00
	Revise Response and Brief on Motion to Extend Time MRB	0.30	60.00
19 Aug 03	Review Financial Statement of David Luse.	0.50	100.00
20 Aug 03	Review of Financial statement of David and Julianne Luse.	0.20	40.00
25 Aug 03	Letter to C. Scott Massie, Esq.	0.20	40.00
	Review Letter from Peter Johnson on results of 241 meeting, Telephone conference with DOJ	0.20	40.00
	Final Revisions to Response to motion to Extend, Brief, Certificate of Service and related correspondence MRB	0.50	100.00
27 Aug 03	Letter to C. Scott Massie, Esq.	0.20	40.00
29 Aug 03	Review Memorandum of Peter Johnson, Esq. Re: 341 Creditors meeting Telephone conference with M. R. Bearden, Esq.	1.00	200.00
02 Sep 03	Travel Wayzata (1 day per diem)	8.00	1,600.00
03 Sep 03	Appear/Attend Hearing- Motion to Extend and Travel from Wayzata, MN to Austin, TX (1 day per diem)	8.00	1,600.00
11 Sep 03	Review 3-4263 Docket Sheet and Complaint	1.00	<u>200.00</u>
	ADDITIONAL CHARGES AND EXPENSES (ITEMIZED)		\$10,050.00
18 Jul 03	Facsimile to (952) 475-0311	1.00	
	Facsimile to (952) 934- 1686	1.00	
	Telephone, Long Distance to (612) 339-0522	1.00	
	Telephone, Long Distance to 612) 305-1430	1.00	
	Court Fee: Pro Hac Vice Motion	25.00	
	Facsimile to (952) 475-0311	1.00	
	Facsimile to (952) 442-6166	1.00	

21 Jul 03	Telephone, Long distance to (612) 475-1515	1.00
	Telephone, Long Distance to (612) 339-0522	1.00
	Telephone, Long Distance to (612) 305-1430	1.00
22 Jul 03	Telephone, Long Distance to (612) 339-0522	1.00
	Telephone, Long Distance to (612) 475-1515	1.00
23 Jul 03	Telephone, Long Distance to (952) 476-4434	1.00
	Telephone, Long Distance to (952) 475-1515	1.00
25 Jul 03	Telephone, Long Distance to (952) 476-4434	3.00
28 Jul 03	Facsimile to (952) 475-5863	1.00
	Telephone, Long Distance to (952) 476-4434	1.00
29 Jul 03	Telephone, Long Distance to (952) 476-4434	2.00
30 Jul 03	Facsimile to (952) 934-1686	1.00
	Telephone, Long Distance to (952) 474-5759	4.00
	Facsimile to (612) 339-0273	1.00
	Facsimile to (952) 934-1686	1.00
04 Aug 03	Telephone, Long Distance to (952) 476-4434	1.00
	Telephone, Long Distance to (952) 475-1515	1.00
	Telephone, Long Distance to (952) 475-1515	2.00
05 Aug 03	Facsimile to (952) 442-6166	1.00
	Facsimile to (952) 934-1686	1.00
	Facsimile to (952) 475-0311	1.00
	Facsimile to (952) 475-0311	1.00
	Telephone, Long Distance to (952) 948-3800	1.00
	Telephone, Long Distance to (952) 948-3800	1.00
	Telephone, Long Distance to (952) 888-9255	2.00
	Telephone, Long Distance to (952) 476-4434	2.00
	Facsimile to (952) 339-0273	1.00

12 Aug 03	Telephone, Long Distance to (952) 476-4434	1.00
	Telephone, Long Distance to (952) 476-4434	3.00
	Telephone, Long Distance to (952) 476-4434	3.00
14 Aug 03	Telephone, Long Distance to (952) 931-9300	3.00
29 Sep 03	Telephone, Long distance to (952) 475-0311	1.00
21 Nov 03	UPS – Clerk of Court	<u>17.72</u>
		\$115.00

THE JOHNSON FIRM, P.L.L.C.
The Esprit Building, Suite 230
515 Capital of Texas Highway South
Austin, Texas 78746

(512) 328-7764 (512) 328-0347 Fax

Clocktower Venture
c/o Greg Copp, C.P.A.
1202 Nueces
Austin, Texas 78701

Invoice No. 10239	\$ 1,656.99
Invoice No. 10208	\$ 3,564.00
Invoice No. 10193	\$ 8,822.41
Invoice No. 10175	<u>\$ 5,060.00</u>
	\$19,103.40

Reference: Case No. 03-45135, Chapter 11, ADV 03-4263: In Re: Wayzata Corporate Partners, L.L.C., Debtor;
Wayzata Corporate Partners, L.L.C. and Andreas Development Company, Plaintiffs, vs. Stahl
Construction Company, et al.; Clock Tower Venture and Jurgen Stielow, Third Party Defendants, United
States Bankruptcy Court, District of Minnesota Minneapolis Division

Invoice Date: 11 August 2004
Invoice No.: 10239
Total: \$1,656.99

Professional Services (Itemized)

24 Feb 04	Review Opposition of Stahl Construction Company to Plaintiffs' Motion for Reconsideration, Memorandum and supporting affidavit	1.00	200.00
	Conference with Client; Re: Motion of Plaintiffs for reconsideration And Stahl opposition	1.00	200.00
26 Feb 04	Review MarCon's Response to Plaintiffs' Motion for Reconsideration and Supporting Affidavit	0.50	100.00
	Telephone conference with Jurgen Stielow Re: MarCon Response	0.30	60.00
2 Mar 04	Online research; judgments, Fed.R.Civ.P. 55,59 and 60, legal grounds for vacating judgment and standard of review	1.00	200.00
	Reply of Plaintiffs to opposition of Stahl Construction Company, memorandum Of law and supporting affidavit.	0.50	100.00
5 Mar 04	Legal research Re: Appellate Timelines.	0.50	100.00
10 Mar 04	Office Conference with Jurgen Stielow. Re: Appellate rights of Plaintiffs, appellate times, outline of procedures in U.S. Court of Appeals	2.00	400.00
2 April 04	Correspondence between Joel D. Nessett, Esq. and Tom Surprenant, Esq.	0.30	60.00
5 April 04	Telephone conference with client Re: Expiration of time for appeal	0.30	60.00
27 May 04	Review Court transcripts of hearings on 29 January and 3 March 2004	0.50	<u>100.00</u>
			\$1,580

ADDITIONAL CHARGES AND EXPENSES (ITEMIZED)

4 Nov 03	Long Distance to 952-476-4434	1.00
18 Dec 03	Fax Transmittal to Tim Grande, Esq.	1.00
19 Dec 03	Long Distance to 952-475-1515	1.00
22 Dec 03	Long Distance to 952-475-1515	1.00
5 Jan 04	Long Distance to 952-475-1515	3.77
6 Jan 04	Long Distance to 952-475-1515	2.00
	Long Distance to 952-475-1515	1.00
	Long Distance to 612-252-2878	1.00
	Long Distance to 952-475-1515	3.90
7 Jan 04	Long Distance to 612-305-1400	1.00
	Long Distance to 612-339-2500	1.00
	Fax transmittal to 952-475-0311	1.00
	Long Distance to 952-475-1515	2.00
14 Jan 04	Long Distance to 612-305-1430	3.52
22 Jan 04	Fax transmittal to 952-475-0311	1.00
27 Jan 04	Fax transmittal to 612-305-1414	1.00
28 Jan 04	Long Distance to 952-475-1515	7.60
29 Jan 04	Long Distance to 952-475-1515	3.20
30 Jan 04	Long Distance to 612-252-2857	1.00
	Long Distance to 952-931-9300	17.20
	Long Distance to 612-339-2500	1.00
	Long Distance to 612-305-1418	2.40
	Long Distance to 952-931-9300	1.00
	Long Distance to 952-475-1515	1.00
3 Feb 04	Long Distance to 952-475-1515	10.40
4 Feb 04	Long Distance to 952-475-1515	<u>6.00</u>
		\$76.99

ClockTower Venture/Adversary
Date of Invoice: 20 February, 2004
Invoice No.: 10208
Total: \$3,564.00

PROFESSIONAL SERVICES (ITEMIZED)

		<u>Hours</u>	<u>Amount</u>
14-Jan-04	Telephone conference with Tim Grande, Esq. (MarCon) Re: Case status and settlement.	0.60	120.00
16-Jan-04	Appear/Attend Pro-Trial Conference (By Telephone)	3.50	700.00
	Review/Analyze Subpoenas of MarCon Interior Transitions, Inc. for David McCarthy, Kristi Kuehnert and Karen Harris	.20	40.00
	Review/Analyze MarCon Interior Transitions Finding of Fact and Conclusions of Law and Order for Judgment	0.50	100.00
19-Jan-04	Telephone conference with Scott Massie, Esq. Re: Status of attorney conference; hearing on Motion to assume lease: trial.	0.20	40.00
	Meeting with Jurgen Stielow. Re: Attorney pre-trial conference; settlement discussions with MarCon: Motion to assume lease.	1.00	200.00
20-Jan-04	Telephone Conference: Jurgen Stielow, Re: Notices of Dismissal	0.40	80.00
	Review/Analyze Notices of Dismissal, Gilbert Mechanical Contractors, Inc.; Prestige Drywall, Inc.; Great Plains Millwork	0.20	40.00
21-Jan-04	Review/Analyze Defendant and Third Party Plaintiff MarCon Interior Transitions, Inc.'s Designation of Deposition Testimony to be offered at trial.	0.20	40.00
	Review/Analyze Plaintiff Wayzata Corporate Partners, LLC and Andreas Development Company's Revised Witness List; Plaintiffs Wayzata Corporate Partners LLC and Andreas Development Company's Revised Designation of Deposition Testimony to be offered at Trial; Revised Exhibit List, Revised Trial Memorandum; Revised Proposed Findings of Fact and Conclusions of Law: Stipulation Regarding Admissibility of Exhibits and Depositions: Stipulations of Fact that are Not in Dispute.	2.00	400.00
	Review/Analyze Defendant and Third Party Plaintiff MarCon Interior Transitions, Inc.'s Verified Motion in Limine to Prevent Introduction of Evidence Relating to Plaintiffs Damages.	0.60	120.00
	Review/Analyze Defendant MarCon Interior Transitions, Inc.'s Pretrial Disclosures; MarCon Interior Transitions Trial Memorandum: MarCon Interior Transitions' Findings of Fact, Conclusions of Law and Order for Judgment (Final Version)	1.20	240.00
	Review/Analyze Defendant and Third Party Plaintiff MarCon Interior Transitions, Inc.'s Verified Motion in Limine to Prevent Introduction of Evidence Relation to Plaintiffs' Damages; Review Amended Witness list of Stahl Construction, Second Amended Exhibit List of Stahl Construction Company and List of Depositions to Be offered at trial, Amended Findings of Fact and Conclusions of Law and Order Of Judgment proposed by Stahl Construction Company; Amended Trial Memorandum Of Stahl Construction Company	1.70	340.00

26-Jan-04	Review/Analyze MarCon's Rebuttal to Plaintiffs Memorandum in Opposition to MarCon's Motion in Limine.	0.30	60.00
	Telephone conference with C. Scott Massie. Re: Trial -27 January.	0.50	100.00
28-Jan-04	Meeting with Jorgen Stielow. Re: Trial outcome and client assessment.	1.00	200.00
	Telephone conference with C. Scott Massie. Re: Trial results and ramifications to client.	0.20	40.00
29-Jan-04	Review/Analyze Affidavit of Timothy J. Grande, Esq. in Support of Attorneys Fees.	0.50	100.00
30-Jan-04	Review Plaintiffs Wayzata Corporate Partners LLC and Andreas Development Company LLC Objection to Defendant Maroon Transition Inc.'s and Stahl Construction Company's Request for Attorneys fee	0.30	60.00
	Review/Analyze Order for Judgment and Judgment	0.30	60.00
	Telephone Conferences: Mitchell R. Bearden, C. Scott Massie, Jorgen Stielow Re: Judgment	1.10	220.00
03-Feb-04	Letter from William Kampf. Re: Settlement with Stahl.	0.30	60.00
10-Feb-04	Review/Analyze: Defendants Motion for Reconsideration and/or Amendment of Judgment and memorandum of law.	1.00	<u>200.00</u>
			\$3,560.00

ADDITIONAL CHARGES AND EXPENSES (ITEMIZED)

18-Dec-03	Facsimile transmittal to C. Scott Massie. Esq.		\$1.00
05-Jan-04	Facsimile transmittal to C. Scott Massie, Esq.		\$1.00
19-Jan-04	Telephone. (952) 475-1515		<u>\$2.00</u>
			\$4.00

Date of Invoice: 12 January, 2004
Invoice No.: 10193
Total: \$8,822.41

PROFESSIONAL SERVICES (ITEMIZED)

	Hours	
15-Dec-03 Telephone conference with Tom Suprenant, Esq.	0.50	100.00
Telephone conference with Tim Grande, Esq.	0.40	80.00
05-Jan-04 Telephone call to Massie, Esq., C. Scott; Communicate (Other Counsel)	0.50	100.00
Review pre-trial filings of Stahl Construction and Plaintiffs.	2.30	460.00
06-Jan-04 Telephone call to Massie, Esq., C. Scott; Communicate (Other Counsel)	0.90	180.00
Review pre-trial filings of MarCon	1.40	280.00
Trial preparation.	4.00	800.00
Prepare and file Motion for leave to enlarge time to file pre-trial matters.	1.30	260.00
Telephone conference with Matthew Morgan, Esq. Re: Pre-trial filings.	0.40	80.00
07-Jan-04 Telephone conference with Scott Massie. Re: Summary Judgment hearing.	0.20	40.00
Trial preparation	6.00	1,200.00
Meeting with Jurgen Stielow. Re: Order of Abstention and Order for Partial Summary Judgment.	1.00	200.00
Telephone conference with Matthew Morgan. Esq.	0.20	40.00
08-Jan-04 Letter to Jurgen Stielow. Re: Order of Abstention and Order Granting Partial Summary Judgment.	0.30	60.00
Travel - per diem rate - Austin / Minneapolis	8.00	1,600.00
09-Jan-04 Trial (Includes standby and travel time) - Per diem rate	8.00	1,600.00
Travel	4.00	800.00
11-Jan-04 Letter to Jurgen Stielow. Re: Summary of activities in Minnesota	0.50	<u>100.00</u>
		\$7,980.00

ADDITIONAL CHARGES AND EXPENSES (ITEMIZED)

	<u>Amount</u>
17-Dec-03 Facsimile transmittal of Third Party Defendant's Answer to C. Scott Massie, Esq; 952-475-0311	2.00
Facsimile transmittal of Third Party Defendant's Answer to Tom Surprenant, Esq. 952-931-9941	2.00

	Postage: Transmittal of Suggestion of Death to Opposing Counsel.	5.92
	Postage: Transmittal of Third Party Defendant Answer; Counterclaim Crossclaims	10.32
05-Jan-04	Travel - Airline tickets -405.50	405.50
06-Jan-04	Long Distance: (952) 475-1515	1.00
	Telephone: (972) 475-1515	1.00
	Telephone call to Massie, Esq., C. Scott; Telephone. (952) 475-1515	
	Long Distance: (612) 339-2500 -	2.00
07-Jan-04	Long Distance (972) 475-1515	1.00
09-Jan-04	Hotel - Marquette Hotel	255.17
	Meals/tips - Travel - Minnesota	27.50
	Airport parking - Austin -\$12.00 Airport transportation - Minneapolis	28.00
	Travel: Change of plane charge (Frontier)	<u>100.00</u>
		\$841.41

Date of Invoice: 30 November 2003
Invoice No: 10175
Total \$5,060.00

		<u>Hours</u>	
08-Sep-03	Review/Analyze: Debtor's Complaint.	0.50	100.00
	Conference with Jurgen Stielow. Re: Filing of Adversary proceeding by Debtor and Clocktower's strategy.	1.00	200.00
	Review/Analyze: Court case file on Web site.	0.30	60.00
18-Sep-03	Review/Analyze: Answer, Crossclaim and Counterclaim of Great Plains Millwork, Inc.	0.50	100.00
19-Sep-03	Conference with Jurgen Stielow. Re: Great Plains Millwork, Inc. joining of Clocktower Venture as necessary party; procedural requirements under FRCP imposed upon Great Plains and strategy.	1 00	200.00
29-Sep-03	Review/Analyze: Answer, Crossclaim and Counterclaim of Prestige Drywall, Inc.	0.50	100.00
	Conference with Jurgen Stielow. Re: Answer, Cross claim and Counterclaim of Prestige Drywall, Inc.	0.50	100.00
01-Oct-03	Review/Analyze: Court Case file on Web site.	0.30	60.00
06-Oct-03	Review/Analyze: Answer, Crossclaim and Counterclaim of Stahl Construction Company	1.00	200.00
	Conference with Jurgen Stielow. Re: Stahl Construction Company, Inc. Answer, Cross claim and Counterclaim.	1.00	200.00
	Research: Relative rights of lien claimants under Minnesota lien statutes: validity of lien claim by subcontractor when account has not accrued and due.	2.00	400.00
07-Oct-03	Review/Analyze: Defendant Maroon Interior Transitions, Inc.'s Motion to Dismiss.	0.50	100.00
20-Oct-03	Review Analyze: Stahl's First Requests for Admissions to Plaintiffs.	0.50	100.00
23-Oct-03	Review/Analyze: Debtor's Response to Motion to Dismiss. (MarCon Motion); Memorandum and Unsworn Declaration in Support of Debtor's Response.	0.50	100.00
28-Oct-03	Review/Analyze: Notice of Substitution of Counsel.	0.20	40.00
04-Nov-03	Review/Analyze: Debtor's First Request for Production, Admissions and Interrogatories to Stahl.	0.50	100.00
11-Nov-03	Review/Analyze: Stahl's Answers to Plaintiffs' First Set of Interrogatories, Request for Production and Requests for Admissions.	1.90	380.00
12-Nov-03	Review/Analyze: Debtor's Motion to Approve Settlement.(St. Paul Linoleum & Carpet Company)	0.50	100.00
14-Nov-03	Review/Analyze: Answer. Counterclaim and Crossclaim of Maroon interior Transitions. Inc.	0.50	100.00
	Conference with Jurgen Stielow. Re: Answer, Crossclaim and Counterclaim of	0.50	100.00

MarCon Interior Transitions, Inc.

17-Nov-03	Telephone Conference with C. Scott Massie, Esq. Re: Authorization to accept: service of Summons.	0.20	40.00
19-Nov-03	Review/Analyze: Stahl's First Set of Interrogatories and Request for Production to Plaintiffs.	0.40	80.00
20-Nov-03	Letter from Tom Surprenant, Esq. (Stahl) and proposed Stipulation of Service.	0.20	40.00
24-Nov-03	Review/Analyze: Debtor's Reply to Maroon Counterclaim.	0.50	100.00
25-Nov-03	Review/Analyze: Debtor's Answers to Stahl's Interrogatories, Requests for Admissions and Request for Production.	2.30	460.00
	Review/Analyze: Debtor's Motion for Leave to Amend Pleadings and Amended Complaint.	0.50	100.00
	Review/Analyze: Maroon Interior Transitions, Inc.'s Responses to Debtor's Requests for Admissions. Requests for Production and Interrogatories.	0.50	100.00
30-Nov-03	Review Case file on Court Web site.	0.50	100.00
	Draft Revise: Third Party Defendant Answer, Counterclaim and Crossclaim of Clocktower Venture to Third Party Claim of Stahl Construction Company; Third Party Answer to Third Party Claim of Great Plains Millwork, Inc.; Third Party Answer, Counterclaim and Crossclaim of Third Party Claim of Prestige Drywall, Inc.; Third Party Answer, Counterclaim and Crossclaim to Third Party Claim of Marcon Interior Transitions, Inc.	6.00	<u>1,200.00</u>
			\$5,060.00

C. Scott Massie
300 Anchor Bank Building
1055 E. Wayzata Blvd.
Wayzata, MN 55391
Phone: (952) 475-1515
Facsimile: (952) 475-0311

Clocktower Venture
1202 Nueces Street
Austin TX 78701
USA

Account No: 320-OO1M

Attn: Gregory A. Copp

Bankruptcy

Statement No. 3332: \$320.00
Statement No. 3266: \$2,490.00
Statement No. 3199 \$2,110.00
Statement No. 3085: \$ 676.15
Statement No. 3018: \$4,981.80
Statement No. 2943: \$1,060.00
Statement No. 2878: \$1,450.00
Statement No. 2814: \$760.00
Statement No. 2751: \$1,100.00
Statement No. 2690: \$600.00
Statement No. 2631: \$420.00
Misc.Invoices: 2630 \$140.00

Total Bankruptcy Invoices: \$16,107.95
(billed through 30 June 2004)

Itemization: Invoice No. 3332

06/07/04	Telephone conference with opposing counsel Re: Disclosure Statement	Hours 0.20	
06/08/04	Prepare correspondence to Court with drawing objection to disclosure statement	0.20	
06/09/04	Telephone conference with Nessit; Telephone conference with Neil, re: Current Order approving settlement and status.	0.50	
06/12/04	File Withdrawal	0.20	
06/16/04	Office conference with assistant Prepare correspondence	0.30	
06/24/04	Review ballot	<u>0.20</u> 1.60	\$320.00

Itemization: Invoice No. 3266

		Hours	
03/22/04	Telephone conference with Dale; Review bankruptcy filings.	0.40	
04/05/04	Review objection; Telephone conference with Dale; Review Disclosure; File same.	0.80	
04/06/04	Telephone conference with Dale.	0.20	
04/13/04	Telephone conference with Dale; Review file in preparation for Hearing.	0.80	
04/14/04	Telephone conference with Joel at Henson; Review Court file; Telephone conference with Grande; Attend Hearing; Telephone conference with Dale.	4.30	
04/15/04	Telephone conference with Neil.	0.40	
04/16/04	Review Motion for Relief from Stay; Telephone conference with Dale; Review rules	0.80	
04/19/04	Revise Notice and Motion; Conferences with assistant; Telephone conference with Court.	1.80	
04/21/04	File documents with Court, re: Stay; Conference with assistant.	0.30	
05/06/04	Telephone conference with Neil; Review correspondence, re: settlement agreement.	0.30	
05/19/04	Telephone conference with Court, re: rescheduled Hearing; Prepare Notice of Withdrawal; Review of Motion.	0.70	
05/20/04	File Notice of Withdrawal; Conferences with assistant.	0.40	
05/24/04	Telephone conference with counsel, re: Disclosure Statement.	0.20	
05/25/04	Review correspondence from Pierce; Review correspondence from Dale; Telephone conference with Dale.	<u>0.30</u>	
	For Current Services Rendered	1170	\$2,340.00

	Expenses	
04/22/04	Bankruptcy Court Fee for Motion.	<u>150.00</u>
	Total Expenses	150.00
	Total Invoice No. 3266	2,490.00

Itemization Invoice No. 3199

03/22/04	Telephone conference with Dale: Review of Bankruptcy charges	0.40	
04/05/04	Review objection; Telephone conference with Dale Review Disclosure; File same	0.80	
04/06/04	Telephone conference with Dale	0.20	
04/13/04	Telephone conference with Dale; Review file in preparation for Hearing	0.80	
04/14/04	Telephone conference with Joel at Henson; Review Court file; Telephone conference with Grande; Attend Hearing; Telephone conference with Dale.	4.30	
04/15/04	Telephone conference with Neil	0.40	
04/16/04	Review Motion for Relief from Stay; Telephone conference with Dale; Review Rules	0.80	
04/19/04	Revise Notice and Motion; Conferences with assistant; Telephone Conference with Court.	1.80	
04/21/04	File Documents with Court, re: Stay; Conference with Assistant	<u>0.30</u>	
		9.80	\$1,960.00

Expenses

04/22/04	Bankruptcy Court Fee for Motion	150.00
	Balance Due	\$2,110.00

Itemization: Invoice No. 3085

	Fees	Hours
02/03/04	Review Order for Judgment; Telephone conference with Dale; telephone conference with Jurgen.	0.80

02/04/04	Review correspondence from Grande; Review Summons and Complaint; Prepare correspondence; Telephone conference with Dale	0.70	
02/09/04	Telephone conference with Dale: Telephone conference with Neil; Review Rules, re: Pro Hac Vice; Review Complaint.	1.40	
02.22.04	Review correspondence to Kampf.	0.20	
02/26/04	Review correspondence.	0.20	
	For Current Services Rendered	3.30	\$660.00
	Expenses		
02/04/04	Fed Ex.	\$16.15	
	Total Expenses	\$16.15	
	Total Invoice No. 3085:	\$676.15	
	Payments received after 01/31/04 are not included on this statement.		

Itemization Invoice No. 3018

		Hours	
01 /05/04	Telephone conference with Court Reporter; Telephone conference with Dale; Review Motion; Review case Law; Review pleadings and case law.	3.00	
01/06/04	Review legal issues; Telephone conference with Dale; Prepare correspondence	2.00	
01/07/04	Prepare for hearing, Review files, Telephone conference with Dale, Prepare Memo to assistant, file maintenance; Telephone conference with Dale; Review Court Order; Review filings; Review Motion; Conferences with assistant.	2.00	
01/08/04	Review Transcript; Prepare for meeting	0.50	
01.09.04	Attend hearing in Minneapolis	2.30	
01.10.04	Review of Motion	0.30	

01/19/04	Review Response of MarCon to Motion to Assume Lease	0.20	
01/26/04	Telephone conference with Dale	0.40	
01/27/04	Attend Hearing	8.70	
01/28/04	Analyze issues; Telephone conference with Dale; Attend Acceptance Hearing; Telephone conference with Dale	3.60	
01/29/04	Review Motion of Grande; File maintenance; Telephone conference with Dale; Review billings; Prepare memo	<u>0.90</u>	
	For current services rendered	24.10	\$4,820.00
	Expenses		
01/09/04	Pat Carl & Associates		\$161.80
	Total Expenses		\$161.80
	Total Current Work		\$4,981.80
	Total Invoice No. 3018		\$4,981.80

Itemization Invoice No. 2943

		Hours
12/12/03	Review correspondence, re: Depositions.	0.23
12/17/03	Review miscellaneous correspondence from Dale; Telephone conference with Dale; Review Pleadings.	1.00
12/18/03	Review correspondence from Grande; Telephone conference with Dale; File documents; Review documents.	2.50
12/19/03	Prepare memo, re: 341 transcript.	0.20
12/22/03	Telephone conferences with Dale; Telephone conferences with Tim Grande.	0.60
12/24/03	Prepare correspondence to Trustee, re: 341 Hearing.	0.20

12/26/03	Review correspondence.	0.20	
12/31/03	Telephone conference with Court Reporter; Review correspondence; Review bankruptcy file.	0.40	
	Total Invoice No. 2943	5.30	\$1,060.00

Itemization Invoice No. 2878

11/04/03	Prepare for Hearing	1.00	
11/05/03	Telephone conferences with Dale; Prepare for hearing; Attend hearing; Prepare correspondence to Kampf; Telephone conference with Sander	4.60	
11/06/03	Review correspondence from Metro; Prepare memo to file, re: Sander	0.20	
11/12/03	Telephone conference with Tim Grande, re: service; Review loan documentation between debtor and associated; Prepare correspondence to Dale	0.60	
11/17/03	Telephone conference with Dale; Review correspondence from Grande; Prepare correspondence to Grande	<u>0.40</u>	
		6.80	\$1,360.00
	Expenses		
11/05.03	Metro Legal		\$90.00
	Total Invoice No. 2878		\$1,450.00

Itemization Invoice No. 2814

10/04/03	Review Motion papers	0.20	
10/14/03	Prepare correspondence to Dale	0.20	
10/29/03	Review Bankruptcy Motions; Telephone conference with Dale, Perform UCC check, correspondence	1.00	
10/30/03	Telephone conference with Dale; Conference with assistant	0.40	

10/31/03	Review correspondence from Dale; Review documents; coordinate service	<u>2.00</u> 3.80
----------	--	---------------------

Total Invoice No. 2814:	\$760.00
-------------------------	----------

Itemization Invoice No. 2751

09/02/03	Review correspondence; Conference with Johnson	0.80	
09.03/03	Meet with client, Weber and Johnson; Attend hearing; Review adversary proceeding Documents	3.80	
09/04/03	Telephone conference with Tim Grande	0.20	
09/10/03	Conference with Gene Norling (subcontractor)	0.30	
09/11/03	Prepare correspondence to Dale; re: Norling	0.20	
09/19/03	Review correspondence	0.20	
	Total Invoice No. 2751	5.50	\$1,100.00

Itemization Invoice No. 2690

08/06/03	Telephone conference with lien claimant	0.20
08/12/03	Review correspondence; Prepare correspondence to Dale	0.20
08/13/03	Telephone conference with News Reporter	0.20
08/19/03	Review Motion and Bankruptcy file; Telephone conference with Tim Grande; Telephone conference with Dale; Prepare Memo to assistant	1.20
08/21/03	Conference with associate, re: hearing	0.20
08/25/03	Telephone conference with Dale; Review correspondence; Conference with Johnson; Conference with assistant, re: filing, Review objection.	<u>1.00</u> 3.0

Total Invoice No. 2690:	\$600.00
-------------------------	----------

Itemization Invoice No. 2631

07/23/03	Review correspondence; Telephone conference with Dale; Open file; Conferences with assistant and Court; Analyze bankruptcy effect on lien documents	1.10
07/24/03	Review court file; prepare correspondence to Dale Prepare memo to assistant	0.30
07/27/03	Research lien stay issue; Prepare correspondence to Dale; Review Order;	<u>0.20</u>
		2.10
Total Invoice No. 2631		\$420.00

Bankruptcy Charges from Invoice No. 2630

07/18/03	Review Correspondence from Dale; Review correspondence from Neil	0.20
07/21/03	Review correspondence from Dale, re: bankruptcy court file; Telephone conference with Dale	<u>0.30</u>
		0.70
		\$140.00

C. Scott Massie
300 Anchor Bank Building
1055 E. Wayzata Blvd.
Wayzata, MN 55391
Phone: (952) 475-1515
Facsimile: (952) 475-0311

Clocktower Venture
1202 Nueces Street
Austin TX 78701
USA

Account No 320001M

Attn: Gregory A. Copp

Mechanic's Lien

Statement No.3267: \$2,255.00
Statement No.3144: \$2,083.00
Statement No.3086: \$1,680.00

Total C. S. Massie, Esq. Mechanic's Lien Invoices: **\$6,018.00**
(billed through 31 May 2004)

Itemization: Invoice No. 3086

02/10/04	Open file; Prepare memo to assistant; prepare draft Answer; Telephone conference with Grande Review title issues	1.40
02/11/04	Telephone conference with Dale; Prepare memo	0.30
02/12/04	Prepare correspondence to Grande, re: title; Prepare memo	0.40
02/19/04	Prepare correspondence to Jurgen	0.20
02/20/04	Prepare affidavit of Dale Ossip Johnson and Order for Pro Hac Vice; Prepare correspondence to Tim Grande, re: acknowledgments	0.70
02/24/04	Review correspondence from Dale; Telephone conference with Dale; Analyze Cross And Counterclaims	0.80
02/27/04	Telephone conference with Tim; Review lien issues; Outline response to Complaint	1.20
02/28/04	Prepare Answer and Third Party Complaint	<u>3.40</u>
		8.40 \$1,680.00

Itemization: Invoice No.3144

03/01/04	Review correspondence from Grande; Prepare correspondence to Dale; Revise Answer	1.70	
03/02/04	Prepare correspondence to Dale; Revise Third Party Complaint	0.70	
03/03/04	Telephone conference with Dale Prepare correspondence; Review correspondence	1.00	
03/04/04	Telephone Conference with Dale	0.20	
03/09/04	Telephone conference with Tim Grande Telephone Conference with Dale	0.30	
03/10/04	Telephone Conference with Dale Telephone conference with Tim Grande	0.60	
03/12/04	Prepare correspondence to Tim Grande	0.20	
03/13/04	Review correspondence, requests for admissions	0.30	
03/22/04	Telephone conference with Dale, review correspondence, amended complaint, prepare answer prepare answers to requests for admissions review third party complaint, conferences prepare correspondence	2.90	
03/23/04	Prepare correspondence to Dale.	0.20	
03/25/04	Telephone conference with Suprenant	0.30	
03/26/04	Review interrogatories, Review Answer and Cross Claim, prepare memo	<u>0.50</u>	
		8.90	\$1,780.00

Expenses

03/24/04	Court Administrator	\$247.00	
03/30/04	Metro Legal	<u>\$56.00</u>	
		\$303.00	
Total:		\$2,083.00	

Itemization: Invoice No.3267

04/05/04	Telephone conference with Dale, re: status; Review statute, re: deposit; prepare memo	0.70
04/06/04	Review of Answer of Gilbert	0.20
04/09/04	Review Summary Judgment Motion of MarCon; Telephone conference with Dale; File Maintenance	0.70
04/10/04	Review Summary Judgment of Stahl; Review correspondence with Dale, re: Application; Prepare correspondence	0.40
04/12/04	Telephone conference with Dale; Review file; Prepare draft of Stipulation of Dismissal Review of Application	0.80
04/14/04	Review file; Telephone conference with Dale; re: Cross-Claim	0.30
04/16/04	Prepare draft Answer to Cross-Claim	0.80
04/19/04	Review and revise Answer to Counter-Claim Review Application; Prepare Order and Motion	1.50
04/20/04	Revise Order; Telephone conference with Dale; Review billings; Prepare correspondence; Telephone conference with Court	1.20
04/21/04	Telephone conference with Dale; Review correspondence from Kampf; file maintenance prepare correspondence; revise motion; prepare memo to assistant; revise stipulation of dismissal; prepare correspondence	1.60
04/25/04	Review Motion to Amend Complaint	0.20
04/28/04	Telephone conference with Tim Grande	0.20
04/29/04	Telephone conference with Dale; Telephone conference with Tom; Telephone conference with Tim; Review correspondence	0.60

05/03/04	Telephone conference with Tim; Telephone conference with Dale; Telephone conference with Court; Prepare correspondence to counsel	0.60	
05/10/04	Review correspondence from Dale to Pierce	0.20	
05/11/04	Telephone conference with Neil	0.20	
05/17/04	Telephone conference with attorney for Gilbert, re: Motions, settlement and stipulation	0.20	
05/18/04	Telephone conference with Pierce; Review Order Prepare correspondence	0.20	
05/21/04	Review stipulation of dismissal; correspondence	0.20	
05/22/04	Prepare correspondence re: dismissal of Gilbert	<u>0.20</u>	
		11.0	\$2,200.00
04/21/04	Expenses		
	Motion Fee		<u>55.00</u>
	Total:		\$2,255.00

**Clocktower Venture
Legal Fees and Expenses**

Peter W. Johnson, Esq.
1055 East Wayzata Blvd., Suite 300
Wayzata, Minnesota 55391

Case No. 03-45135; In re: Wayzata Corporate Partners, Debtor, United States Bankruptcy
Court, District of Minnesota

Invoice Date: 29 August 2003

Re: Wayzata Corporate Partners Chapter 11

Hours: 3.8 \$760.00

Costs: \$9.14

Total: **\$769.14**

IN THE UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

IN RE: Wayzata Corporate Partners, L.L.C.

§
§
§
§
§

CASE NO. 03-45135
(Chapter 11)

Debtor.

**VERIFICATION IN SUPPORT OF NOTICE OF HEARING AND FIRST
SUPPLEMENTAL MOTION OF CLOCKTOWER VENTURE FOR
ADMINISTRATIVE EXPENSES**

I, Dale Ossip Johnson, a duly licensed attorney under the laws of the State of Texas, declare under the penalty of perjury that the facts contained in the foregoing Notice of Hearing and First Supplemental Motion of Clocktower Venture for Administrative Expenses are true and correct to the best of my knowledge, information and belief.

Dated: 10, September 2004.


Dale Ossip Johnson

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MINNESOTA

IN RE:

Wayzata Corporate Partners, L.L.C.

Debtor.

CASE NO. 03-45135
(Chapter 11)

PROOF OF SERVICE

The undersigned states that he has on the date indicated below, served the following:

1. Notice of Hearing and First Supplemental Motion by Clocktower Venture for Administrative Expenses;
2. Verification in Support of Notice of Hearing and First Supplemental Motion by Clocktower Venture for Administrative Expenses; and
3. This Proof of Service.

on the entities named below or as specified by enclosing true and correct copies of same in an envelope, properly addressed and postage prepaid, and depositing same in the United States mail.

Parties on attached matrix

Dated: September 16, 2004


Dale Ossip Johnson, Esq.
THE JOHNSON FIRM, P.L.L.C.
515 Capital of Texas Hwy. S., Ste. 230
Austin, Texas 78746

(952) 328-7764
(512) 328-0347 (FAX)

SERVICE LIST

U.S. Attorney
300 South Fourth Street #600
Minneapolis, MN 55415

Internal Revenue Service
Stop 5700
316 North Robert Street
Suite 900
St. Paul, MN 55101

Associated Bank
5353 Wayzata Blvd.
St. Louis Park, MN 55416

Marcon Interior Transitions
Attn: Jeff Margot
2260 Jennifer Lane
N St. Paul, MN 55109

Prism
Attn: Les Kiffe
7523 Commerce St W
Corcoran, MN 55340

Cambridge Commercial Realty
Attn: John Sheehan
4530 W 77th Street #250
Edina, MN 55435

TC Investments
and Thomas Commerford
C/o Fred Burstein
510 First Ave 5, Ste 610
Minneapolis, MN 55403

Andreas Development Company
7525 Mitchell Road, Ste. 110
Eden Prairie, MN 55433

Thomas F. Surprenant, Esq.
Stahl Construction Company
5755 Wayzata Blvd.
St. Louis Park, MN 55416

U.S. Trustee
1015 U.S. Courthouse
Minneapolis, MN 55415

MN Dept of Revenue
Coll Enf Unit
551 Bky Sec, P0 Box 64447
St. Paul MN55164

District Counsel of IRS
175 East Fifth Street #650
St. Paul, MN 55101

Great Plains
6866-33rd St. N. #100
Oakdale, MN 55128

William I. Kampf
Henson & Efron
300 South Fourth Street
220 S. 6th St., Ste. 1800
Minneapolis, MN 55402

St. Paul Linoleum and Carpet
Attn: Mark Brassington
2956 Center Court
Eagan, MN 55121

BDH & Young
Ann: Karen Harris
4510 West 77th St., Ste. 101
Edina, MN 55435

Tim Grande, Esq.
Mackall, Crounse & Moore, P.L.C.
1400 AT&T Tower
901 Marquette Ave
Minneapolis, MN 55402

Securities and Exchange Co
Midwest Regional Office
175 West Jackson Blvd,
Chicago, IL 60604

Wayzata Corporate Partners
7525 Mitchell Road
Eden Prairie, MN55334

Gilbert/Encompass
Attn: Deborah Will
4451 W 76th Street
Minneapolis, MN 55435

UBC
Attn: Curt Czech
412 East Third Street
Hastings, MN 55033

Midwest Blinds
Attn: Shawn Novak
2611 W Hwy 13
Burnsville, MN 55337